



ENTERED
09/11/2018

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---|---|--------------------------|
| In re: | § | |
| | § | Case No. 17-35623 |
| OFFSHORE SPECIALTY FABRICATORS, LLC, | § | |
| | § | Chapter 11 |
| | § | |
| Debtor. | § | |

**ORDER APPROVING DISCLOSURE STATEMENT AND FORM OF BALLOT,
AND SETTING OBJECTION AND VOTING DEADLINES AND HEARING
WITH RESPECT TO CONFIRMATION OF CHAPTER 11 PLAN OF LIQUIDATION
FILED BY THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
OFFSHORE SPECIALTY FABRICATORS, LLC**

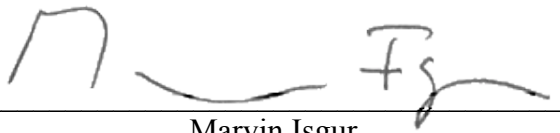
On August 24, 2018, the Official Committee of Unsecured Creditors of Offshore Specialty Fabricators, LLC (the "Committee" or the "Proponent") filed a First Amended Chapter 11 Plan of Liquidation [Doc. 695], as amended on September 10, 2018 [Doc. 703] ("Plan") and a proposed First Amended Disclosure Statement [Doc. 696], as amended on September 10, 2018 [Doc. 702] ("Disclosure Statement"), and the Committee having requested under Rule 3017 of the Federal Rules of Bankruptcy Procedure approval of the Disclosure Statement, approval of the form of ballot attached, the fixing of objection deadlines with respect to the Plan and the fixing of a voting deadline with respect to the Plan, and the Court having considered the Disclosure Statement at a hearing on September 6, 2018,

IT IS HEREBY ORDERED, and notice is hereby given, that:

1. The Disclosure Statement is approved as containing adequate information as required under 11 U.S.C. § 1125. All objections to approval of the Disclosure Statement are overruled to the extent they have not been withdrawn, waived or otherwise resolved.
2. The forms of ballot attached hereto (the "Ballot") are approved.

3. No later than September 14, 2018, the Plan, the Disclosure Statement, and the applicable Ballot shall be mailed to creditors, equity security holders, and other parties in interest, and shall be transmitted to the United States trustee.
4. September 10, 2018, shall be the Voting Record Date, as defined in the Disclosure Statement.
5. October 11, 2018, at 5:00 p.m., prevailing Central Time, is fixed as the last day for returning Ballots accepting or rejecting the Plan.
6. October 11, 2018, at 5:00 p.m., prevailing Central Time, is fixed as the last day for filing and serving written objections to the confirmation of the Plan.
7. October 18, 2018, at 9:30 a.m., prevailing Central Time, is fixed for the hearing on confirmation of the Plan. The hearing shall be held in Courtroom 404, at the United States Courthouse, 515 Rusk Avenue, Houston, Texas 77002.

Signed: September 11, 2018



Marvin Isgur
United States Bankruptcy Judge

FORMS OF BALLOT

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---------------------------|---|--------------------------|
| In re: | § | |
| | § | Case No. 17-35623 |
| OFFSHORE SPECIALTY | § | |
| FABRICATORS, LLC, | § | Chapter 11 |
| | § | |
| Debtor. | § | |

**CLASS C-1 Ballot for Accepting or Rejecting First Amended Plan of Liquidation of
the Official Committee of Unsecured Creditors of Debtor Offshore Specialty
Fabricators, LLC Under Chapter 11 of the Bankruptcy Code**

(General Unsecured Claims)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. (PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018 (THE “VOTING DEADLINE”). TO BE COUNTED, BALLOTS INDICATING ACCEPTANCE OR REJECTION OF THE PLAN MUST BE ACTUALLY RECEIVED BY THE COMMITTEE AT THE ADDRESS BELOW NO LATER THAN THE VOTING DEADLINE.

The Official Committee of Unsecured Creditors for Offshore Specialty Fabricators, LLC (the “Committee”) filed the *First Amended Plan of Liquidation of the Official Committee of Unsecured Creditors of Debtor Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Plan”) for the Debtor (“Offshore”) in this case. This ballot (the “Ballot”) is provided to you to solicit your vote to accept or reject the Plan and provide you an opportunity to be considered for membership in an oversight committee (the “Oversight Committee”). The Court has approved the *First Amended Disclosure Statement in Support of the Plan of Liquidation of the Official Committee of Unsecured Creditors of Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 702] (as it may be amended, the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. The materials accompanying this Ballot contain copies of the Disclosure Statement and the Plan; however, if for any reason you did not receive the Disclosure Statement or the Plan, you may obtain a copy by sending a written request via U.S. mail to Daniel J. Ferretti at the law firm of Baker Donelson Bearman Caldwell & Berkowitz, 1301 McKinney St., Suite 3700, Houston, TX 77010.

Please use this Ballot to cast your vote to accept or reject the Plan if you are a holder of a General Unsecured Claim (a “Holder”). To have your vote counted, you must complete, sign and return this Ballot to the address below (the “Voting Agent”) as follows so that it is **received** by the Voting Deadline indicated above:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

You should review the Disclosure Statement and the Plan and their exhibits before you vote and then sign and timely return the Ballot. You may wish to seek legal advice concerning the Plan or your classification and treatment under the Plan. Your Claim has been placed in Class C-1 under the Plan. If you hold Claims or Equity Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote. If your Ballot is not received by the Voting Agent on or before October 11, 2018 at 5:00 p.m., prevailing Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS C-1

Claims in Class C-1 consist solely of General Unsecured Claims.

If the Plan is confirmed and the Effective Date occurs, each Holder of an Allowed Class C-1 Claim (unless such Holder agrees to a different treatment) shall receive, in full and final satisfaction, compromise, settlement, release, and discharge of and in exchange for each Allowed Class C-1 Claim, a pro rata share of the Liquidating Trust Beneficial Interests and shall be entitled to receive Distributions from the Liquidating Trust in accordance with Article IV of the Plan.

**PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

IF NEITHER THE "ACCEPT" NOR "REJECT" BOX IS CHECKED IN ITEM 1 WITH RESPECT TO THE PLAN, THE BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST ON THE PLAN.

IF YOU WOULD LIKE TO BE CONSIDERED FOR MEMBERSHIP IN THE OVERSIGHT COMMITTEE, PLEASE INDICATE SAME IN ITEM 2 BELOW. SELECTING "YES" IN NO WAY GUARANTEES SELECTION FOR MEMBERSHIP.

Item 1: Voting.

The undersigned, a Holder of a Class C-1 Claim against Debtor in the unpaid amount of _____ as of **September 10, 2018**, the Voting Record Date (*Check one box only*):

| | |
|---|---|
| <p><u>ACCEPTS THE PLAN</u></p> <p><input type="checkbox"/></p> | <p><u>REJECTS THE PLAN</u></p> <p><input type="checkbox"/></p> |
|---|---|

Item 2: Participation in Oversight Committee.

THE PLAN PROVIDES FOR THE CREATION OF AN OVERSIGHT COMMITTEE TO OVERSEE THE OPERATIONS OF THE LIQUIDATING TRUST AND ADVISE AND APPROVE CERTAIN ACTIONS BY THE LIQUIDATING TRUSTEE. THE COMMITTEE WILL HAVE THREE MEMBERS SELECTED BY THE CURRENT CREDITORS' COMMITTEE FROM THOSE CREDITORS WHO INDICATE A WILLINGNESS TO SERVE, AND SUBJECT TO BANKRUPTCY COURT APPROVAL. IF YOU WOULD LIKE TO BE CONSIDERED FOR MEMBERSHIP IN THE OVERSIGHT COMMITTEE, PLEASE SO INDICATE BELOW. IF YOU DO NOT MARK A CHOICE BELOW, IT WILL BE ASSUMED THAT YOU DO NOT WANT TO BE CONSIDERED.

_____ **YES, I WOULD LIKE TO BE CONSIDERED FOR MEMBERSHIP IN THE OVERSIGHT COMMITTEE**

_____ **NO, I WOULD NOT LIKE TO BE PART OF THE OVERSIGHT COMMITTEE.**

Item 3: Acknowledgments.

By signing this Ballot, the undersigned certifies that he/she is the Holder of the specified Claim, in the amount set forth above, as of September 10, 2018, the Voting Record Date, or has the power to vote to accept or reject the Plan on behalf of the Holder of such Claim. The undersigned understands that, if this Ballot does not indicate either acceptance or rejection of the Plan, this Ballot will not count as a vote to accept or reject the Plan.

Dated: _____

Print or type name: _____

Signature: _____

Name of Corporation or partnership: _____

Title (if corporation or partnership): _____

Address: _____

BALLOTS RECEIVED VIA EMAIL OR FACSIMILE WILL NOT BE COUNTED.

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M.
(PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018.**

**VOTING INFORMATION AND INSTRUCTIONS FOR
COMPLETING THE BALLOT**

1. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier, or personal delivery to the Voting Agent as follows:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

Ballots must be received by the Voting Agent by the Voting Deadline: **5:00 p.m., Central Time Zone, on October 11, 2018.** If a Ballot is received after the Voting Deadline, it will not be counted. If this Ballot is illegible, contains insufficient information to identify the Holder, or is not signed on the appropriate lines, this Ballot will not be valid or counted as having been cast on the Plan.

2. The Ballot does not constitute and shall not be deemed a proof of claim or an assertion of a Claim.
3. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest dated, properly executed Ballot will supersede any prior Ballots.
4. If you hold Claims in more than one voting Class, you should prepare a Ballot for each category of Claims, marked by Class number and description. Please complete and return each Ballot.
5. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Plan will not be counted.

PLEASE RETURN YOUR BALLOT PROMPTLY

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING
THIS BALLOT, OR THESE PROCEDURES, PLEASE CALL
THE VOTING AGENT, CYNTHIA LUJANO, AT (713) 286-7167**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|--|----------------------------|---|
| In re: OFFSHORE SPECIALTY FABRICATORS, LLC, Debtor. | § § § § § § | Case No. 17-35623 Chapter 11 |
|--|----------------------------|---|

**CLASS C-2 Ballot for Accepting or Rejecting First Amended Plan of Liquidation of
the Official Committee of Unsecured Creditors of Debtor Offshore Specialty
Fabricators, LLC Under Chapter 11 of the Bankruptcy Code**

(Affiliate Claims)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. (PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018 (THE “VOTING DEADLINE”). TO BE COUNTED, BALLOTS INDICATING ACCEPTANCE OR REJECTION OF THE PLAN MUST BE ACTUALLY RECEIVED BY THE COMMITTEE AT THE ADDRESS BELOW NO LATER THAN THE VOTING DEADLINE.

The Official Committee of Unsecured Creditors for Offshore Specialty Fabricators, LLC (the “Committee”) filed the *First Amended Plan of Liquidation of the Official Committee of Unsecured Creditors of Debtor Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Plan”) for the Debtor (“Offshore”) in this case. This ballot (the “Ballot”) is provided to you to solicit your vote to accept or reject the Plan and provide you an opportunity to be considered for membership in an oversight committee (the “Oversight Committee”). The Court has approved the *First Amended Disclosure Statement in Support of the Plan of Liquidation of the Official Committee of Unsecured Creditors of Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 702] (as it may be amended, the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. The materials accompanying this Ballot contain copies of the Disclosure Statement and the Plan; however, if for any reason you did not receive the Disclosure Statement or the Plan, you may obtain a copy by sending a written request via U.S. mail to Daniel J. Ferretti at the law firm of Baker Donelson Bearman Caldwell & Berkowitz, 1301 McKinney St., Suite 3700, Houston, TX 77010.

Please use this Ballot to cast your vote to accept or reject the Plan if you are a holder of a Subordinated Claim (a “Holder”). To have your vote counted, you must complete, sign and return this Ballot to the address below (the “Voting Agent”) as follows so that it is **received** by the Voting Deadline indicated above:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

You should review the Disclosure Statement and the Plan and their exhibits before you vote and then sign and timely return the Ballot. You may wish to seek legal advice concerning the Plan or your classification and treatment under the Plan. Your Claim has been placed in Class C-2 under the Plan. If you hold Claims or Equity Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote. If your Ballot is not received by the Voting Agent on or before October 11, 2018, at 5:00 p.m., prevailing Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS C-2

Claims in Class C-2 consist solely of the Affiliate Claims against the Debtor.

If the Plan is confirmed and the Effective Date occurs, and except as otherwise agreed between the Committee and holders of Class C-2 Claims, Holders of Class C-2 Claims shall nominate an administrative agent, who will receive in full and final satisfaction, compromise, settlement, release, and discharge of and in exchange for each Allowed Class C-2 Claim, the following:

- (i) the aggregate amount of \$350,000 in Cash, payable within five business days after the Effective Date by the Debtor from the Class C-2 Reserve;
- (ii) the JAB Receivable, pursuant to an assignment substantially in the form attached to the Plan as **Exhibit B-1**;
- (iii) a 50% interest in the Montco Receivable pursuant to an assignment substantially in the form attached to the Plan as **Exhibit B-2**; and
- (iv) all of Debtor's right, title and interest in any improvements and fixtures affixed to the buildings located at the North Yard, Houma, Louisiana pursuant to an assignment in the form attached to the Plan as **Exhibit B-3**. For avoidance of doubt, "improvements" shall not include any personal property assets owned by OSF.

In addition to the foregoing, on the Effective Date, the Creditors' Committee and the

Debtor, on behalf of itself, the Estate, and their successors and assigns, including the Liquidating Trustee (collectively, the “First Parties”) and the Insider Released Parties mutually release all Claims against one another, as specifically set forth in Article VIII of the Plan. Upon the Effective Date, the Creditors' Committee's objections [Docket Nos. 660-664] to the Affiliate Claims will be deemed withdrawn.

**PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1 WITH RESPECT TO THE PLAN, THE BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST ON THE PLAN.

IF YOU WOULD LIKE TO BE CONSIDERED FOR MEMBERSHIP IN THE OVERSIGHT COMMITTEE, PLEASE INDICATE SAME IN ITEM 2 BELOW. SELECTING “YES” IN NO WAY GUARANTEES SELECTION FOR MEMBERSHIP.

Item 1: Voting.

The undersigned, a Holder of a Class C-2 Claim against Debtor in the unpaid amount of _____ as of **September 10, 2018**, the Voting Record Date (*Check one box only*):

| | |
|---|---|
| <p><u>ACCEPTS THE PLAN</u></p> <p><input type="checkbox"/></p> | <p><u>REJECTS THE PLAN</u></p> <p><input type="checkbox"/></p> |
|---|---|

Item 2: Acknowledgments.

By signing this Ballot, the undersigned certifies that he/she is the Holder of the specified Claim, in the amount set forth above, as of September 10, 2018, the Voting Record Date, or has the power to vote to accept or reject the Plan on behalf of the Holder of such Claim. The

undersigned understands that, if this Ballot does not indicate either acceptance or rejection of the Plan, this Ballot will not count as a vote to accept or reject the Plan.

Dated:_____

Print or type name:_____

Signature:_____

Name of Corporation or partnership:_____

Title (if corporation or partnership):_____

Address:_____

BALLOTS RECEIVED VIA EMAIL OR FACSIMILE WILL NOT BE COUNTED.

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M.
(PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018.**

**VOTING INFORMATION AND INSTRUCTIONS FOR
COMPLETING THE BALLOT**

1. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier, or personal delivery to the Voting Agent as follows:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

Ballots must be received by the Voting Agent by the Voting Deadline: **5:00 p.m., Central Time Zone, on October 11, 2018.** If a Ballot is received after the Voting Deadline, it will not be counted. If this Ballot is illegible, contains insufficient information to identify the Holder, or is not signed on the appropriate lines, this Ballot will not be valid or counted as having been cast on the Plan.

2. The Ballot does not constitute and shall not be deemed a proof of claim or an assertion of a Claim.
3. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest dated, properly executed Ballot will supersede any prior Ballots.
4. If you hold Claims in more than one voting Class, you should prepare a Ballot for each category of Claims, marked by Class number and description. Please complete and return each Ballot.
5. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Plan will not be counted.

PLEASE RETURN YOUR BALLOT PROMPTLY

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING
THIS BALLOT, OR THESE PROCEDURES, PLEASE CALL
THE VOTING AGENT, CYNTHIA LUJANO, AT (713) 286-7167**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---------------------------|---|--------------------------|
| In re: | § | |
| | § | Case No. 17-35623 |
| OFFSHORE SPECIALTY | § | |
| FABRICATORS, LLC, | § | Chapter 11 |
| | § | |
| Debtor. | § | |

**CLASS C-3 Ballot for Accepting or Rejecting First Amended Plan of Liquidation of
the Official Committee of Unsecured Creditors of Debtor Offshore Specialty
Fabricators, LLC Under Chapter 11 of the Bankruptcy Code**

(Unsecured Personal Injury Claims)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. (PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018 (THE “VOTING DEADLINE”). TO BE COUNTED, BALLOTS INDICATING ACCEPTANCE OR REJECTION OF THE PLAN MUST BE ACTUALLY RECEIVED BY THE COMMITTEE AT THE ADDRESS BELOW NO LATER THAN THE VOTING DEADLINE.

The Official Committee of Unsecured Creditors for Offshore Specialty Fabricators, LLC (the “Committee”) filed the *First Amended Plan of Liquidation of the Official Committee of Unsecured Creditors of Debtor Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Plan”) for the Debtor (“Offshore”) in this case. This ballot (the “Ballot”) is provided to you to solicit your vote to accept or reject the Plan and provide you an opportunity to be considered for membership in an oversight committee (the “Oversight Committee”). The Court has approved the *First Amended Disclosure Statement in Support of the Plan of Liquidation of the Official Committee of Unsecured Creditors of Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 702] (as it may be amended, the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. The materials accompanying this Ballot contain copies of the Disclosure Statement and the Plan; however, if for any reason you did not receive the Disclosure Statement or the Plan, you may obtain a copy by sending a written request via U.S. mail to Daniel J. Ferretti at the law firm of Baker Donelson Bearman Caldwell & Berkowitz, 1301 McKinney St., Suite 3700, Houston, TX 77010.

Please use this Ballot to cast your vote to accept or reject the Plan if you are a holder of an Unsecured Personal Injury Claim (a “Holder”). To have your vote counted, you must complete, sign and return this Ballot to the address below (the “Voting Agent”) as follows so that it is **received** by the Voting Deadline indicated above:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

You should review the Disclosure Statement and the Plan and their exhibits before you vote and then sign and timely return the Ballot. You may wish to seek legal advice concerning the Plan or your classification and treatment under the Plan. Your Claim has been placed in Class C-3 under the Plan. If you hold Claims or Equity Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote. If your Ballot is not received by the Voting Agent on or before October 11, 2018, at 5:00 p.m., prevailing Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS C-3

Claims in Class C-3 consist solely of Unsecured Personal Injury Claims that are not Personal Injury Lien Claims and that have not been previously settled with the Debtor, with such settlement being approved by the Bankruptcy Court and fully implemented by the parties prior to the Effective Date.

Except to the extent that a holder of an Allowed Class C-3 Claim agrees to a different treatment, each holder of a Class C-3 Claim will be allowed to pursue the following as he sees fit: (i) a direct action against the applicable insurer; and/or (ii) an action in which the holder of a Class C-3 Claim asserts claims against the Debtor solely for the purpose of liquidating the amount of the Claim against the Debtor and in which recovery is limited as provided in Article IV.B.7(b) below. In either case, each holder of a Class C-3 Claim shall be entitled to receive payment of his Allowed Personal Injury Claim from the proceeds of the applicable P&I Policy in accordance with the terms of such P&I Policy. To the extent that it is determined that the Debtor is liable to any holder of such a claim, each holder of Allowed Class C-3 Claims shall receive a Pro Rata share of the Personal Injury Reserve, solely to the extent that such claim is not paid out of insurance proceeds, and shall be entitled to receive Distributions from the Liquidating Trust in accordance with Articles IV and V of the Plan.

**PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1 WITH RESPECT TO THE PLAN, THE BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST ON THE PLAN.

IF YOU WOULD LIKE TO BE CONSIDERED FOR MEMBERSHIP IN THE OVERSIGHT COMMITTEE, PLEASE INDICATE SAME IN ITEM 2 BELOW. SELECTING “YES” IN NO WAY GUARANTEES SELECTION FOR MEMBERSHIP.

Item 1: Voting.

The undersigned, a Holder of a Class C-3 Claim against Debtor in the unpaid amount of _____ as of **September 10, 2018**, the Voting Record Date (*Check one box only*):

| | |
|---|---|
| <p><u>ACCEPTS THE PLAN</u></p> <p><input type="checkbox"/></p> | <p><u>REJECTS THE PLAN</u></p> <p><input type="checkbox"/></p> |
|---|---|

Item 2: Acknowledgments.

By signing this Ballot, the undersigned certifies that he/she is the Holder of the specified Claim, in the amount set forth above, as of September 10, 2018, the Voting Record Date, or has the power to vote to accept or reject the Plan on behalf of the Holder of such Claim. The undersigned understands that, if this Ballot does not indicate either acceptance or rejection of the Plan, this Ballot will not count as a vote to accept or reject the Plan.

Dated:_____

Print or type name:_____

Signature:_____

Name of Corporation or partnership:_____

Title (if corporation or partnership):_____

Address:_____

BALLOTS RECEIVED VIA EMAIL OR FACSIMILE WILL NOT BE COUNTED.

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M.
(PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018.**

**VOTING INFORMATION AND INSTRUCTIONS FOR
COMPLETING THE BALLOT**

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Ballots must be received by the Voting Agent by the Voting Deadline: **5:00 p.m., Central Time Zone, on October 11, 2018.** If a Ballot is received after the Voting Deadline, it will not be counted. If this Ballot is illegible, contains insufficient information to identify the Holder, or is not signed on the appropriate lines, this Ballot will not be valid or counted as having been cast on the Plan.

2. The Ballot does not constitute and shall not be deemed a proof of claim or an assertion of a Claim.
3. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest dated, properly executed Ballot will supersede any prior Ballots.
4. If you hold Claims in more than one voting Class, you should prepare a Ballot for each category of Claims, marked by Class number and description. Please complete and return each Ballot.
5. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Plan will not be counted.

PLEASE RETURN YOUR BALLOT PROMPTLY

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING
THIS BALLOT, OR THESE PROCEDURES, PLEASE CALL
THE VOTING AGENT, CYNTHIA LUJANO, AT (713) 286-7167**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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| In re: | § | |
| | § | Case No. 17-35623 |
| OFFSHORE SPECIALTY | § | |
| FABRICATORS, LLC, | § | Chapter 11 |
| | § | |
| Debtor. | § | |

**CLASS C-4 Ballot for Accepting or Rejecting First Amended Plan of Liquidation of
the Official Committee of Unsecured Creditors of Debtor Offshore Specialty
Fabricators, LLC Under Chapter 11 of the Bankruptcy Code**

(USSIC Claim)

THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M. (PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018 (THE “VOTING DEADLINE”). TO BE COUNTED, BALLOTS INDICATING ACCEPTANCE OR REJECTION OF THE PLAN MUST BE ACTUALLY RECEIVED BY THE COMMITTEE AT THE ADDRESS BELOW NO LATER THAN THE VOTING DEADLINE.

The Official Committee of Unsecured Creditors for Offshore Specialty Fabricators, LLC (the “Committee”) filed the *First Amended Plan of Liquidation of the Official Committee of Unsecured Creditors of Debtor Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Plan”) for the Debtor (“Offshore”) in this case. This ballot (the “Ballot”) is provided to you to solicit your vote to accept or reject the Plan and provide you an opportunity to be considered for membership in an oversight committee (the “Oversight Committee”). The Court has approved the *First Amended Disclosure Statement in Support of the Plan of Liquidation of the Official Committee of Unsecured Creditors of Offshore Specialty Fabricators, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 702] (as it may be amended, the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your Ballot. The materials accompanying this Ballot contain copies of the Disclosure Statement and the Plan; however, if for any reason you did not receive the Disclosure Statement or the Plan, you may obtain a copy by sending a written request via U.S. mail to Daniel J. Ferretti at the law firm of Baker Donelson Bearman Caldwell & Berkowitz, 1301 McKinney St., Suite 3700, Houston, TX 77010.

Please use this Ballot to cast your vote to accept or reject the Plan if you are a holder of a Subordinated Claim (a “Holder”). To have your vote counted, you must complete, sign and return this Ballot to the address below (the “Voting Agent”) as follows so that it is **received** by the Voting Deadline indicated above:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

You should review the Disclosure Statement and the Plan and their exhibits before you vote and then sign and timely return the Ballot. You may wish to seek legal advice concerning the Plan or your classification and treatment under the Plan. Your Claim has been placed in Class C-4 under the Plan. If you hold Claims or Equity Interests in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote. If your Ballot is not received by the Voting Agent on or before October 11, 2018, at 5:00 p.m., prevailing Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

IMPORTANT NOTICE REGARDING TREATMENT FOR CLASS C-4

Claims in Class C-4 consist solely of the USSIC Claim against the Debtor.

If the Plan is confirmed and the Effective Date occurs, the holder of the Allowed Class C-4 Claim shall receive, in full and final satisfaction, compromise, settlement, release, and discharge of and in exchange for the Allowed Class C-4 Claim, the aggregate amount of \$400,000.00, payable no later than five business days after the Effective Date by the Debtor from the Class C-4 Reserve. USSIC shall apply these funds first to pay the outstanding bond premiums, if any, for the bonds giving rise to the USSIC Claim. Upon the Effective Date, the Creditors' Committee's objection [Docket No. 529] to the USSIC Claim will be deemed withdrawn.

**PLEASE READ THE ATTACHED VOTING INFORMATION
AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

IF NEITHER THE “ACCEPT” NOR “REJECT” BOX IS CHECKED IN ITEM 1 WITH RESPECT TO THE PLAN, THE BALLOT WILL NOT BE COUNTED AS HAVING BEEN CAST ON THE PLAN.

IF YOU WOULD LIKE TO BE CONSIDERED FOR MEMBERSHIP IN THE OVERSIGHT COMMITTEE, PLEASE INDICATE SAME IN ITEM 2 BELOW. SELECTING “YES” IN NO WAY GUARANTEES SELECTION FOR MEMBERSHIP.

Item 1: Voting.

The undersigned, a Holder of a Class C-4 Claim against Debtor in the unpaid amount of _____ as of **September 10, 2018**, the Voting Record Date (*Check one box only*):

| | |
|---|---|
| <p><u>ACCEPTS THE PLAN</u></p> <p><input type="checkbox"/></p> | <p><u>REJECTS THE PLAN</u></p> <p><input type="checkbox"/></p> |
|---|---|

Item 2: Acknowledgments.

By signing this Ballot, the undersigned certifies that he/she is the Holder of the specified Claim, in the amount set forth above, as of September 10, 2018, the Voting Record Date, or has the power to vote to accept or reject the Plan on behalf of the Holder of such Claim. The undersigned understands that, if this Ballot does not indicate either acceptance or rejection of the Plan, this Ballot will not count as a vote to accept or reject the Plan.

Dated: _____

Print or type name: _____

Signature: _____

Name of Corporation or partnership: _____

Title (if corporation or partnership): _____

Address: _____

BALLOTS RECEIVED VIA EMAIL OR FACSIMILE WILL NOT BE COUNTED.

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M.
(PREVAILING CENTRAL TIME) ON OCTOBER 11, 2018.**

**VOTING INFORMATION AND INSTRUCTIONS FOR
COMPLETING THE BALLOT**

1. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier, or personal delivery to the Voting Agent as follows:

| If by Regular Mail: | If by Messenger or Overnight Delivery: |
|---|---|
| Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 | Baker Donelson Attn: Cynthia Lujano 1301 McKinney Street, Suite 3700 Houston, TX 77010 |

Ballots must be received by the Voting Agent by the Voting Deadline: **5:00 p.m., Central Time Zone, on October 11, 2018.** If a Ballot is received after the Voting Deadline, it will not be counted. If this Ballot is illegible, contains insufficient information to identify the Holder, or is not signed on the appropriate lines, this Ballot will not be valid or counted as having been cast on the Plan.

2. The Ballot does not constitute and shall not be deemed a proof of claim or an assertion of a Claim.
3. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the latest dated, properly executed Ballot will supersede any prior Ballots.
4. If you hold Claims in more than one voting Class, you should prepare a Ballot for each category of Claims, marked by Class number and description. Please complete and return each Ballot.
5. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Plan will not be counted.

PLEASE RETURN YOUR BALLOT PROMPTLY

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING
THIS BALLOT, OR THESE PROCEDURES, PLEASE CALL
THE VOTING AGENT, CYNTHIA LUJANO, AT (713) 286-7167**